

HOPKINS & SUTTER

(A Partnership Including Professional Corporations)

2800 Livernois, Suite 220, Troy, MI 48083-1220
TEL: 248.740.6600 FAX: 248.740.6613

WITH OFFICES IN
CHICAGO • WASHINGTON DC • TROY

RECORDATION NO.

9402-M
FILED

JUL 24 '98

12-04 PM

MARY P. SCLAWY

Direct Line: 248.740.6602

Email: msclawy@hopsut.com

July 15, 1998

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Second Notice of Renumbering of Leased Units of Railroad Rolling Stock, dated as of June 30, 1998 and executed by Grand Trunk Western Railroad Incorporated pursuant to a Sublease of Railroad Equipment (the "Sublease"), dated as of May 1, 1978. The units covered by the Sublease and this notice are 2 52-foot, 100-ton gondola cars bearing old and new reporting marks as shown on Schedule A, attached to this letter.

The Sublease was recorded on April 3, 1981 and assigned recordation number 9402-I.

The parties to the Sublease are:

Sublessor: Great American Management Services, Inc.

Sublessee: Grand Trunk Western Railroad Company, predecessor in interest to
Grand Trunk Western Railroad Incorporated

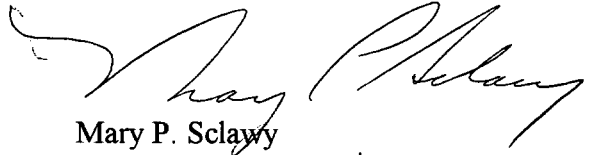
Enclosed is our check in the amount of \$26.

Please accept one counterpart of this document for filing, stamp the remaining

counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1220

Sincerely,



Mary P. Sclawy

C: John Lamont re CA 4591

Schedule A to Notice of Renumbering

Rolling Stock Type: 52' 100-ton Gondola

#	Original Lease		New Lease		
	Mark & Number		Mark & Number		
1	GTW	147058	CN	53808	*
2	GTW	147164	CN	53809	*

* Newly renumbered in this Notice.

Schedule A to Notice of Renumbering

Rolling Stock Type: 52' 100-ton Gondola

#	Original Lease		New Lease		
	Mark & Number		Mark & Number		
1	GTW	147058	CN	53808	*
2	GTW	147164	CN	53809	*

* Newly renumbered in this Notice.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

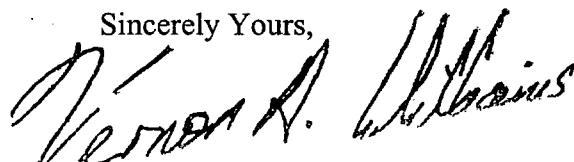
DATE: 7/24/98

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois, Ste. 220
Troy, Michigan 48083-1200

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 7/24/98 at 12:04PM, and
assigned recordation number(s). 5565-H, 6062-F, 9402-M and 16446-E.

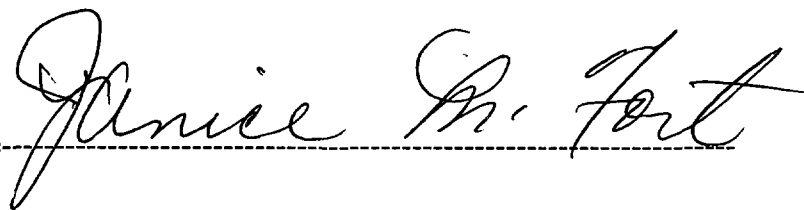
Sincerely Yours,


Vernon A. Williams

Enclosure(s)
104.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



JUL 24 '98

12-04 PM

NOTICE OF RENUMBERING
OF LEASED UNITS OF RAILROAD ROLLING STOCK

WHEREAS *Grand Trunk Western Railroad Company (predecessor-in-interest to Grand Trunk Western Railroad Incorporated) as sublessee (the "Sublessee") entered into a Sublease of Railroad Equipment dated as of May 1, 1978 (the "Sublease"), with Great American Management Services, Inc. as sublessor, covering one-hundred fifty (150) 52' 100-ton gondola cars; and*


WHEREAS *the Sublease was recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board), in accordance with 49 U.S.C. Section 11303 (now 49 U.S.C. Section 11301), on April 3, 1981 at 2:45 P.M. and assigned recordation number 9402-I.*

NOW THEREFORE, TAKE NOTICE THAT *a) the Sublessee has renumbered certain gondolas subject to the Sublease, as set forth on Schedule A attached hereto and made a part hereof, and b) the Sublessee, pursuant to the terms of the Sublease, shall cause this Notice of Renumbering to be filed at the Surface Transportation Board.*

IN WITNESS WHEREOF, *this Notice of Renumbering has been executed, by an authorized signatory of the Sublessee, as of the 30 day of June 1998.*

**GRAND TRUNK WESTERN RAILROAD
INCORPORATED as sublessee**

By:


John A.N. Lamont

PROVINCE OF QUEBEC)
) ss
DISTRICT OF MONTREAL)

On this 3rd day of July, 1998, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is duly authorized to state that said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cristina Circelli
Commissioner for Oaths
Attorney 183142-9

My commission expires: 03-31-99

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